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INTERSTATE COMMERCE COMMISSION

SUPPLEMENT DATED AS OF MAY 1, 1975 TO LEASE OF RAILROAD EQUIPMENT DATED FEBRUARY 4, 1974 FROM NORTH AMERICAN CAR CORPORATION, Lessor, to GEORGE P. BAKER, RICHARD C. BOND, and JERVIS LANGDON, JR. TRUSTEES OF THE PROPERTY OF PENN CENTRAL TRANSPORTATION COMPANY, DEBTOR, Lessees.
Recordation 7415

Lessor and Lessees agree that the Cars, as defined below, are the only cars subject to the Lease and that all other cars described in the Lease are hereby deleted therefrom.

Lessor and Lessees hereby confirm that the below described rail cars (the Cars) manufactured by Butler Manufacturing Company (Manufacturer) for sale to Lessor were delivered to Lessees on or before the date hereof:

<u>Number</u>	<u>Type</u>	<u>Serial Numbers</u>	<u>Road Numbers</u>
110	3,000 cu. ft. Pressure Differential Hoppers	NAHX 93085- 93194	PC 898000 - 8981

Lessor and Lessees confirm that the Cars were inspected by duly appoint and authorized representatives of Lessor and Lessees in accordance with Section 1 of the aforesaid Lease of Railroad Equipment. Such inspection showed (a) that the Cars have been constructed in accordance with the Specifications, all applicable Federal Railroad Administration requirements and all standards recommended by the Association of American Railroads and (b) that there was plainly, distinctly, permanently and conspicuously placed upon each side of each Car a legend on which plainly and conspicuously appear the following words in letters not less than 7/16" in height:

"This Car is mortgaged to a Trustee under an Indenture of Mortgage and Deed of Trust recorded under Section 20c of the Interstate Commerce Act"

and that each side of each Car was plainly and distinctly marked with the Railroad's Road Number set forth above with respect thereto.

Lessor and Lessees confirm that on the aforesaid notices of delivery the Cars were duly accepted by a representative of Lessor and Lessees in accordance with Section 1 of the Lease of Railroad Equipment subject to the terms and conditions of the aforesaid Lease of Railroad Equipment, including the payment of the rentals provided for therein with respect to the Cars to Lessor.

IN WITNESS WHEREOF, Lessor has caused this Supplement to be executed in its corporate name, by one of its officers thereunto duly authorized and its corporate seal to be hereunto affixed and duly attested, and Lessees have caused this Supplement to be executed on their behalf, on the day and year first above written.

NORTH AMERICAN CAR CORPORATION

ATTEST:

Thor Schutze
Assistant Secretary

By

George P. Baker
Vice President

GEORGE P. BAKER, RICHARD C. BOND AND
JERVIS LANGDON, JR., TRUSTEES OF THE
PROPERTY OF PENN CENTRAL TRANSPORTATION
COMPANY, DEBTOR

WITNESS:

R. A. Langdon
Assistant Secretary

By

W. A. Hully
VICE PRESIDENT

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 15th day of May, 1975, before me personally appeared Vincent E. Boin, to me personally known who, being by me duly sworn, said that he is a Vice President of North American Car Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation this day by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Doris M. Helbrant

My Commission Expires 5-6-78

COMMONWEALTH OF PENNSYLVANIA)
) SS
COUNTY OF PHILADELPHIA)

On this 24th day of June, 1975, before me personally appeared W. J. Hall Jr, to me personally known, who being by me duly sworn said that he is a Vice President of the Trustees of the property of Penn Central Transportation Company, Debtor, that the foregoing instrument was signed by him this day on behalf of and by the authority of the Trustees of the property of Penn Central Transportation Company, Debtor, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Trustees.

Paul T. MacIntire
PAUL T. MacINTIRE

My Commission Expires

Notary Public, Philadelphia, Philadelphia Co.
My Commission Expires October 4, 1976